

# HERZOG CONTRACTING CORP.

600 S. RIVERSIDE RD.  
P.O. BOX 1089  
ST. JOSEPH, MO 64502  
PHONE (816) 233-9001  
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT

June 9, 1998

RECORDATION NO. 21466 FILED

JUN 16 '98

9-20AM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two (2) originals of Memorandums of Lease Agreement dated June 3, 1998, a primary document defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: Nebraska, Kansas & Colorado RailNet, Inc.  
2350 Airport Freeway, Suite 230  
Bedford, TX 76022

Lessor: Herzog Contracting Corp.  
P. O. Box 1089  
St. Joseph, MO 64502

This Memorandum of Lease Agreement covers the lease of three (3) automated ballast cars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$26.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,

HERZOG CONTRACTING CORP.

*James A. Frasher*

James A. Frasher  
Vice President

JAF/sa

Encl.

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SURFACE TRANSPORTATION  
BOARD  
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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 3, 1998 by and between NEBRASKA, KANSAS & COLORADO RAILNET, INC., a Texan Corporation, (LESSEE) and HERZOG CONTRACTING CORP., a Missouri Corporation, (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 140, dated June 3, 1998 between LESSOR and LESSEE.
2. Pursuant to Exhibit A., LESSOR has agreed to lease, and LESSEE has agreed to lease three (3) M110 railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document Number 140.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 140, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 140, to be executed as of the date first written.

HERZOG CONTRACTING CORP.

NEBRASKA, KANSAS & COLORADO  
RAILNET, INC.

LESSOR

LESSEE

BY: James A. FrasherBY: [Signature]ITS: Vice PresidentITS: EVP

**Schedule A**

1. HZGX 6612
2. HZGX 6630
3. HZGX 6649